

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

19474

June 19, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of March 28, 1995 between the following parties:

Lessor: Helm Financial Corporation
1 Embarcadero Center, Suite 3500
San Francisco, CA 94111

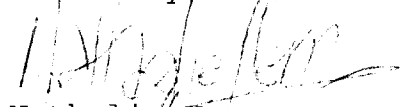
Lessee: Iowa Northern Railway Company
17177 North Laurel Park Drive
Suite 423
Livonia, MI 48152

The equipment involved in this transaction is as follows:

Equipment: Five (5) locomotives (See Exhibit A
attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Nathalie Hern
Administrative Assistant

/nh

Enclosures (2)

**MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT**

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT ("Memorandum of Lease") made as of March 28, 1995 is intended to evidence the Lease of Railroad Equipment dated as of March 28, 1995 (the "Lease") between Helm Financial Corporation, a California corporation (the "Lessor"), and Iowa Northern Railway Company, an Iowa corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the five (5) locomotives, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Title: President

Date: April 6, 1995

LESSEE

IOWA NORTHERN RAILWAY COMPANY

By: 

Title: President

Date: March 30, 1995

EXHIBIT A

**To the Memorandum of Lease of Railroad Equipment dated March 28, 1995
between Helm Financial Corporation and Iowa Northern Railway Company**

Equipment Description:

One (1), CF7 locomotive:	IANR 2493
Two (2), GP9 locomotives:	IANR 1886, 1856
Two (2), GP10 locomotives:	IANR 9239, 9016

STATE OF CALIFORNIA

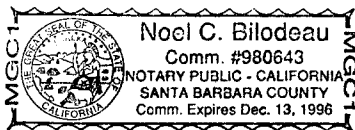
COUNTY OF SAN FRANCISCO

On April 6, 1995, before me, Noel C. Bilodeau, personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Noel C. Bilodeau
SIGNATURE OF THE NOTARY

STATE OF MICHIGAN)

COUNTY OF WAYNE)

On this 30th day of MARCH, 1995, before me personally appeared DANIEL R. SABIN, to me personally known, who, being by me duly sworn, says that he is PRESIDENT of **IOWA NORTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Grace Neel
Notary Public

My Commission Expires: _____

[Notarial Seal]

GRACE NEEL
Notary Public, Wayne County, MI
My Commission Expires Oct. 16, 1996